

APPLICATION FOR ACQUISITION OF CONTROL

Under the provisions of Section 183.002, et seq. of the Texas Finance Code (the "Code"), the following completed application and attached exhibits are submitted, under oath. A check in the amount of the filing fee must be submitted with the application. It is nonrefundable. (If adequate space is not provided for the required information, attach exhibits.)

NOTE: As used in this document, "person" includes an individual, two (2) or more individuals acting in concert, any type of partnership, corporation, syndicate, trust, or any other organization, or any combination of the foregoing, and the information required in this application is required of each member of the group.

1. Name and location of the trust company.
2. Number of shares involved.
3. If a broker has been used in the purchase or sale of the stock, give name, address and fee paid.
4. Names of proposed seller (transferors) or any person proposing to relinquish voting securities. Include total listing and price paid per share to each.
5. Names, addresses and telephone numbers, both business and residential, of proposed purchasers (transferees) or any person proposing to acquire voting securities, and number of shares or beneficial interest of each person.
6. The identity, personal history, business background and experience of each person proposing to acquire voting securities: include future prospects for changes in financial and/or personal status.
7. If any party other than applicant will have an interest in the stock or voting power, whether as beneficiary of a trust, or otherwise, list names and addresses of each.

8. How much do the new owners plan to take from the trust company in salaries, fees, dividends, and other compensation.
9. Detail all material pending or adjudicated legal or administrative proceedings in which any person acquiring voting securities is or was a party.
10. Detail the terms and conditions of any proposal, offer, invitation, agreement, or arrangement under which any voting securities will be acquired, and the manner in which the acquisition or change of control is to be made.
11. Identify the source and amount of the funds or other consideration used or to be used in making the acquisition.
12. If any part of the above described funds or other consideration has been or is to be borrowed, attach a detailed description of the transaction, give the names of the parties, the repayment terms of the note(s), the rate of interest charged, list all collateral involved and the names in which such collateral is vested, and all arrangements, agreements, understandings, and contracts involving such persons and affecting such securities or financing. Detail the source of income to service debt. (This includes any assumption agreements, options, buy-sell agreements, or voting trust agreements, or compensating balance arrangements.)
13. Detail any plans or proposals which any person acquiring voting securities may have to liquidate the trust company, to sell its assets or merge it with any company, to change the business or corporate structure, to change the location of the trust company, or to make changes in or additions to management (including directors, officers, or any persons, regardless of title, who exert influence in management decisions.)
14. Attach a pro forma financial statement with projections indicating whether the acquired or controlled trust company or bank holding company will be adequately capitalized for a period of not less than two years from the date of acquisition.
15. A description of any material changes to the business plan or, if necessary, the proposed business plan.
16. Any other information necessary for the Commissioner to make a fully informed decision.

I, _____, do hereby certify that the foregoing statements are true and correct to the best of my knowledge and belief.

I, _____, a Notary Public in and for the County of _____ and State of _____, do hereby certify that on the _____ day of _____, _____, personally appeared before me _____, to me personally known to be the same persons who executed the foregoing statement and severally acknowledged that they executed the same for the purpose therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, the day and year above written.

Notary Public